FORM D

03043025

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response 1.00

SEC USE ONLY							
Prefix	Serial						
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DATE F	RECEIVED						

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Issuance of Voting Common Stock	
File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE PROCESSED
Type of Filing: New Filing Amendment	DEC 3 1 2003
A. BASIC IDENTIFICATION DATA	DFC OT 5000
1. Enter the information requested about the issuer	INCIVISON -
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Archadel, Inc.	FINANCIAL
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
20795 South Main Street, Carson, CA 90745	(310) 516-8400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Roofing Construction	<u> </u>
Type of Business Organization Corporation Imited partnership, already formed other (p	olease specify): 20 EQ
Actual or Estimated Date of Incorporation or Organization:	Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
CN for Canada; FN for other foreign jurisdiction) C A	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA									
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 												
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Fassler, Lawrence J.												
Business or Residence Addres 20795 South Main	•		*)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	findividual)	······································		······································								
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it	findividual)											
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code	:)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it	findividual)											
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code	2)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it	findividual)											
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code	*)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, i	findividual)											
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, i	f individual)											
Business or Residence Addre	Business or Residence Address (Number and Street, City, State, Zip Code)											
	(Use blank	sheet, or copy and use add	litional copies of this sheet	, as necessary.)								

		A. BASIC IDENT	IFICATION DATA		
 Each beneficial ow securities of the iss 	ne issuer, if the iss mer having the pour;	uer has been organized with ower to vote or dispose, o	thin the past five years; r direct the vote or disposorporate general and mana		
		f partnership issuers.	orporate general and mana	ging partitors of p	arthership issuers, and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	findividual)		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code	()		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code	e)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code	e)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code	e)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code	e)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code	e)	······································	
	(Use blank	sheet, or copy and use add	ditional copies of this sheet	, as necessary.)	

		···········			I	B. INFOR	MATION	ABOUT O	FFERING					
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No				
2.	•••••••••••••••••••••••••••••••••••••••													
													Yes	No
				-	-	_							\boxtimes	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for the broker or dealer only.														
Fuli 1	Name	(Last na	ne first, if	individua	l)									
Busin	ness c	or Resider	ice Addres	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	de)						
Name	e of A	ssociated	Broker or	Dealer										
State	s in V	Which Per	son Listed	Has Solid	cited or Int	ends to So	licit Purcha	isers						
(C	heck	"All State	s" or chec	k individu	al States)		••••••	••••••				•••••	☐ Al	l States
[AI	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL	.]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MC)]
[M	T}	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[P A	.]
[R]	[]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]	[WY]	[P R	.]
Full 1	Name	(Last na	me first, if	individua	ıl)					- <u>-</u>				
Busin	ness o	or Resider	nce Addres	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	de)						
Nam	e of A	Associated	Broker or	Dealer										
							licit Purcha						☐ Al	! States
[AI	-1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL	-	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M(•
[M	T]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[P A	()
[R]	I]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]	[WY]	[P R	[]
Full	Name	(Last na	me first, if	individua	al)	,								
Busin	ness (or Residen	nce Addres	ss (Numbe	er and Stre	et, City, St	ate, Zip Co	ode)				<u></u>	<u> </u>	
Nam	e of A	Associated	Broker or	r Dealer	······································									
							licit Purch						AI	I States
(A)		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]		
[1]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MC	_
[M	_	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[M1] [OH]	[OK]	[OR]	[P A	-
[R		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PF	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
•	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$10,000.00	10,000.00
	Common Preferred		_
	Convertible Securities (including warrants)		
	Partnership Interests	\$	\$
	Other (Specify)	\$	<u> </u>
	Total	\$10,000.00	\$10,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	+ <u>,</u>	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	1	\$10,000.00
	Non-accredited Investors	N/A	\$N/A
	Total (for filings under Rule 504 only)	N/A	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$N/A
	Regulation A	N/A	\$N/A
	Rule 504	Common	\$10,000
		Stock	
	Total	N/A	\$ <u>N/A</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	г	□ \$
	Printing and Engraving Costs] \$
	Legal Fees.	_	To be determined
	Accounting Fees] \$
	Engineering Fees.	<u>_</u>	- ·
	Sales Commissions (specify finder's fees separately)	_	
	Other Expenses (identify)		
	Total	_	To be determined
	1 Viii	······· K	TO be detelillined

	C. OFFERING PRICE, NUMBER OF INVESTOR	RS, EXPENSES A	ND USE	OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in Question 1 and total expenses furnished in response to Part C - Questic "adjusted gross proceeds to the issuer."	response to Part C	nce is the	2	\$ 10,000.00
5.	Indicate below the amount of the adjusted gross proceeds to the issu used for each of the purposes shown. If the amount for any purpose estimate and check the box to the left of the estimate. The total of equal the adjusted gross proceeds to the issuer set forth in response above.	is not known, furt	nish an d must		
				Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		\$-0	<u>-</u> !	" \$ 0
	Purchase, rental or leasing and installation of machinery and equip	oment	□ \$ <u>-</u> 0		\$-0-
	Construction or leasing of plant buildings and facilities	••••••	□ \$-0		\$-0-
	Acquisition of other business (including the value of securities invoffering that may be used in exchange for the assets or securities of issuer pursuant to a merger)	f another	□ \$-0	<u>.</u>	¬ \$-0-
	Repayment of indebtedness		□ \$-0		S10.000.00
	Working capital		□ \$-0	-	<u> </u>
	Other (specify):			·	
			□ \$ <u>-0</u>	-	S-0-
	Column Totals		□ \$ <u>-0</u>	-	⊠ \$10,000.00
	Total Payments Listed (column totals added)	***************************************		\boxtimes :	\$10,000.00
	D. FEDERAL SIGNA	TURE		···	
foll	e issuer has duly caused this notice to be signed by the undersigned d lowing signature constitutes an undertaking by the issuer to furnish to th its staff, the information furnished by the issuer to any non-accredited inv	e U.S. Securities a	nd Excha	nge Commission,	upon written request
Issu	uer (Print or Type) Signature	100	D	ate	
	chadel, Inc.	- TUMUL	" D	ecember//, 2003	,
	me of Signer (Print or Type) Title of Signer (Print or AWYENCE J. FASSIET Treside)	Гуре)	•		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE											
i.	. Is any party described in 17 CFR 230.252(c), (d), (e), or (f) presently subject to any of the disqualification provisions of such rule?											
	See Appendix, Column 5, for state response.											
2.	2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.											
3.	. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.											
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.											
	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.											
Issı	uer (Print or Type)	Signature	Date									
Arc	chadel, Inc.	Falland S- TANI	December 11, 2003									
Nar	ne of Signer (Print or Type)	Title of Signer (Print of Type)										
1	Lawrence J. Fassler President											

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

L				A	PPENDIX				
1		2	3		4			5	
	to non- investo	nd to sell -accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	YES	NO		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK							•		
AZ									
AR					_				
CA		×	Issuance of Voting Common Stock	1	\$10,000.00	0	N/A		×
CO									
СТ									
DE									
DC									
FL			:						
GA									
HI									
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L	APPENDIX										
1		2	3			4		5			
	to non- investo	nd to sell -accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of i	nvestor and chased in State C-Item 2)		(if yes, explanate	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
	(run)	S Rem 1)	(ruit Catem 1)	Number of	(Tart	Number of		(raite-)	item 1)		
State	YES	NO		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No		
MT											
NE											
NV											
NH											
NJ											
NM											
NY											
NC											
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